

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
<b>Absaraka Cooperative Telephone Company, Inc.</b>	)	WC Docket No. 19-_____
Transferor	)	
and	)	
	)	
<b>Inter-Community Telephone Company, L.L.C.</b>	)	
Transferee,	)	
	)	
Joint Application for Consent to Assign	)	
Domestic 214 Authorization	)	
Pursuant to Section 214 of	)	
The Communications Act of 1934, as Amended	)	

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL OF  
DOMESTIC SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, (“Act”) 47 U.S.C. § 214, and Sections 63.03, 63.04, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.04, and 63.24, Inter-Community Telephone Company, L.L.C. (“ICTC”) and Absaraka Cooperative Telephone Company, Inc. (“Absaraka” and collectively, the “Applicants”) request that the Federal Communications Commission (“FCC” or “Commission”) grant its consent to the assignment of Absaraka’s customers and Commission authorizations to ICTC.

As further detailed below, ICTC and Absaraka have agreed to a purchase proposal wherein the Applicants contemplate executing an Asset Purchase Agreement (“Agreement”) conveying all but certain excluded Absaraka assets to ICTC. For the reasons set forth below, the Applicants submit that this application is subject to the Commission’s “streamlined” processing

rules found in Section 63.03, and thus prompt approval can be accomplished because there are no competitive concerns that could delay Commission approval of the transaction.<sup>1</sup>

## **I. DESCRIPTION OF THE PARTIES**

Inter-Community Telephone Company: ICTC is a North Dakota limited liability company located at 200 East Broadway, Steele, ND 58482-0230. ICTC is a rural ILEC that provides service in parts of Barnes, Cass, Griggs, Ransom, and Steele Counties, North Dakota. In addition to telephone service, ICTC has also offered internet service to its customers since 1997. ICTC is a wholly-owned subsidiary of BEK Communications Cooperative (“BEK”). While BEK holds an international 214 authorization,<sup>2</sup> ICTC serves as a billing and collection agent for North Dakota Long Distance, which provides domestic and international interexchange service to ICTC’s subscribing telephone customers.

Absaraka: Absaraka is North Dakota Cooperative Association located at 2894 146th Avenue, S.E., Absaraka, ND 58002. Absaraka is a rural ILEC providing exchange and exchange access service to the Absaraka exchange in central Cass County, North Dakota. Absaraka also serves as a billing and collection agent for Onvoy, LLC, which provides domestic and international interexchange services to subscribing Absaraka telephone customers. Absaraka does not hold an international 214 authorization.

## **II. REQUEST FOR STREAMLINED TREATMENT**

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s rules, 47 C.F.R. § 63.03. The Application is eligible for streamlined

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<sup>1</sup> Attachment A separately sets forth the domestic Section 214 information as required by 47 C.F.R. § 63.04(b).

<sup>2</sup> See File No. ITC-214-20100422-00170 for the international Section 214 authorization.

processing under Section 63.03(b)(1)(iii) because “the proposed transaction involves only the transfer of the local exchange assets of [Absaraka] by means other than an acquisition of corporate control.” Therefore, the proposed transaction is presumptively streamlined, and the Commission should not remove the Application from streamlined processing.

Additional information regarding the proposed transaction and responses required by Section 63.04 are set forth in **Attachment 1** to this Application.

### **III. CONCLUSION**

For the foregoing reasons, the Applicants request that the Commission consent to the assignment of Absaraka’s assets, including its customer base and FCC authorizations, to ICTC.

Respectfully submitted,

/s/ Tony S. Lee  
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Tony S. Lee  
Seth L. Williams  
FLETCHER, HEALD & HILDRETH  
1300 17th Street North, 11th Floor  
Arlington, VA 22209  
Tel: (703) 812-0400  
Fax: (703) 812-0486  
Email: lee@fhhlaw.com  
williams@fhhlaw.com

Dated: June 14, 2019

**Attachment 1**

**Domestic Section 214 Assignment Application**

Pursuant to Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, Applicants submit the following information in support of their Application to assign Absaraka's domestic Section 214 authorization to ICTC and address the requirements set forth in Section 63.04(a)(1)-(12):

**63.04(a)(1)-(3): Applicant Information**

**For Transferee**

Derrick F. Bulawa, Chief Executive Officer  
Inter-Community Telephone Company, L.L.C.  
PO Box 230  
200 East Broadway  
Steele North Dakota 58482  
Telephone: 701-475-1220  
E-mail: [derrick@bektel.coop](mailto:derrick@bektel.coop)  
FRN: 002209603  
State of Organization: North Dakota

*With a copy to:*

BEK Communications Cooperative  
Brett Stroh, Board President  
PO Box 230, 200 East Broadway  
Steele North Dakota 58482  
Telephone: 701-269-9567  
E-mail: [brett.stroh@bektel.coop](mailto:brett.stroh@bektel.coop)

*With a copy to:*

Monte Rogneby  
Vogel Law Firm  
200 North 3rd Street, Suite 201  
P.O. Box 2097  
Bismarck, ND 58502-2097  
Tel: 701.258.7899  
[mrogneby@vogellaw.com](mailto:mrogneby@vogellaw.com)

*With a copy to:*

Francisco R. Montero  
Tony S. Lee  
Fletcher, Heald & Hildreth, P.L.C.  
1300 N. 17th Street, Suite 1100| Arlington, VA 22209  
Tel: 703.812.0480  
E-mail: [montero@fhhlaw.com](mailto:montero@fhhlaw.com)  
[lee@fhhlaw.com](mailto:lee@fhhlaw.com)

**For Transferor**

Ms. Ann Faught  
General Manager  
Absaraka Cooperative Telephone Company  
2894 146<sup>th</sup> Ave SE  
Absaraka, ND 58002  
Telephone: 701-896-3404  
FRN: 0003741949  
State of Organization: North Dakota

*With a copy to:*

Del Losing  
Onstad Twitchell  
746 Front St  
Casselton, ND 58012  
Telephone: 701-347-4652  
Email: [dlosing@ohnstadlaw.com](mailto:dlosing@ohnstadlaw.com)

**63.04(a)(4): Applicants' Disclosable Interest Holders**

The following entities will hold a ten percent (10%) or greater direct or indirect ownership interest in the transferee, ICTC, pre- and post-transaction:

- (1) BEK Communications Cooperative<sup>3</sup>  
200 East Broadway  
P.O. Box 230  
Steele, North Dakota 58482  
Percent of Equity Interest Held: 100%  
Country of Citizenship: US  
State of Organization: North Dakota  
Principal Business: Telecommunications

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<sup>3</sup> BEK is owned by its members-subscribers; no single member-subscriber owns or controls more than five percent (5%) of the equity interests of BEK. BEK is controlled by its Board of Directors, all of whom are US citizens.

Absaraka has no affiliates or subsidiaries. It is fully owned by its members with no member holding ten percent (10%) or more direct or indirect ownership interest.

**63.04(a)(5): Federal Benefits Certification**

The Applicants certify that no party to the Application is subject to the denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

**63.04(a)(6): Description of Transaction**

The proposed transaction is structured as an asset purchase agreement. ICTC will obtain most of Absaraka's assets through this agreement, with Absaraka retaining only a community center (including certain real and personal property at the community center) and certain cash and investments associated with Absaraka's pre-transaction operations as specified by the Agreement.

Post-transaction, customers in Absaraka's current service area will receive service from ICTC. A map of Absaraka's service area is attached as **Attachment 2**. ICTC is well-qualified to provide service in the Absaraka service area. It has a long history of providing telephone and, more recently, advanced telecommunications service offerings in adjacent service areas, and its management and technical personnel have significant experience operating telephone companies and, in particular, rural ILECs. ICTC also understands it must provide notice to the Commission and to Absaraka's customers at least 30 days prior to the transfer of the customers' service pursuant to Section 64.1120(e) of the Commission's rules, 47 C.F.R. § 64.1120(e). A copy of the customer notice ICTC plans to send Absaraka's customers is provided in **Attachment 3**.

**63.04(a)(7): Description of the geographic areas in which the transferor and the transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area**

ICTC is a rural incumbent local exchange company, providing local exchange and exchange access service to more than 1,500 customers in 9 exchanges in Barnes, Griggs, Steele, Cass and Ransom Counties, North Dakota. BEK Communications Cooperative, which wholly-owns and, therefore, is affiliated with ICTC, is a rural incumbent local exchange company, providing exchange and exchange access service to 20 rural exchanges in Barnes, Burleigh, Emmons, Kidder, Logan, McIntosh, McLean, and Morton Counties, North Dakota, serving approximately 850 business and 6,500 residential access lines. BEK also provides competitive services in and around the city of Valley City, North Dakota in the Century Link RBOC territory.

Absaraka is a rural incumbent local exchange company providing exchange and exchange access service to the Absaraka exchange in central Cass County, North Dakota.

**63.04(a)(8): Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment**

The Application is eligible for streamlined processing under Section 63.03(b)(1)(iii) because the transaction is structured as an asset purchase. In other words, the transaction will involve only the ILEC assets and will not involve an acquisition of corporate control.

**63.04(a)(9): Identification of all other Commission applications related to the same transaction**

Applicants seek authority to transfer all relevant international and domestic Section 214 authorizations by this Application and have filed no other applications relevant to this transaction.

**63.04(a)(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

The Applicants seek no special consideration because no party to the transaction is facing imminent business failure.

**63.04(a)(11): Identification of any separately filed waiver request being sought in conjunction with the transaction**

No separately filed waiver requests are being sought in conjunction with the transaction.

**63.04(a)(12): Statement showing how grant of the application will serve the public interest convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

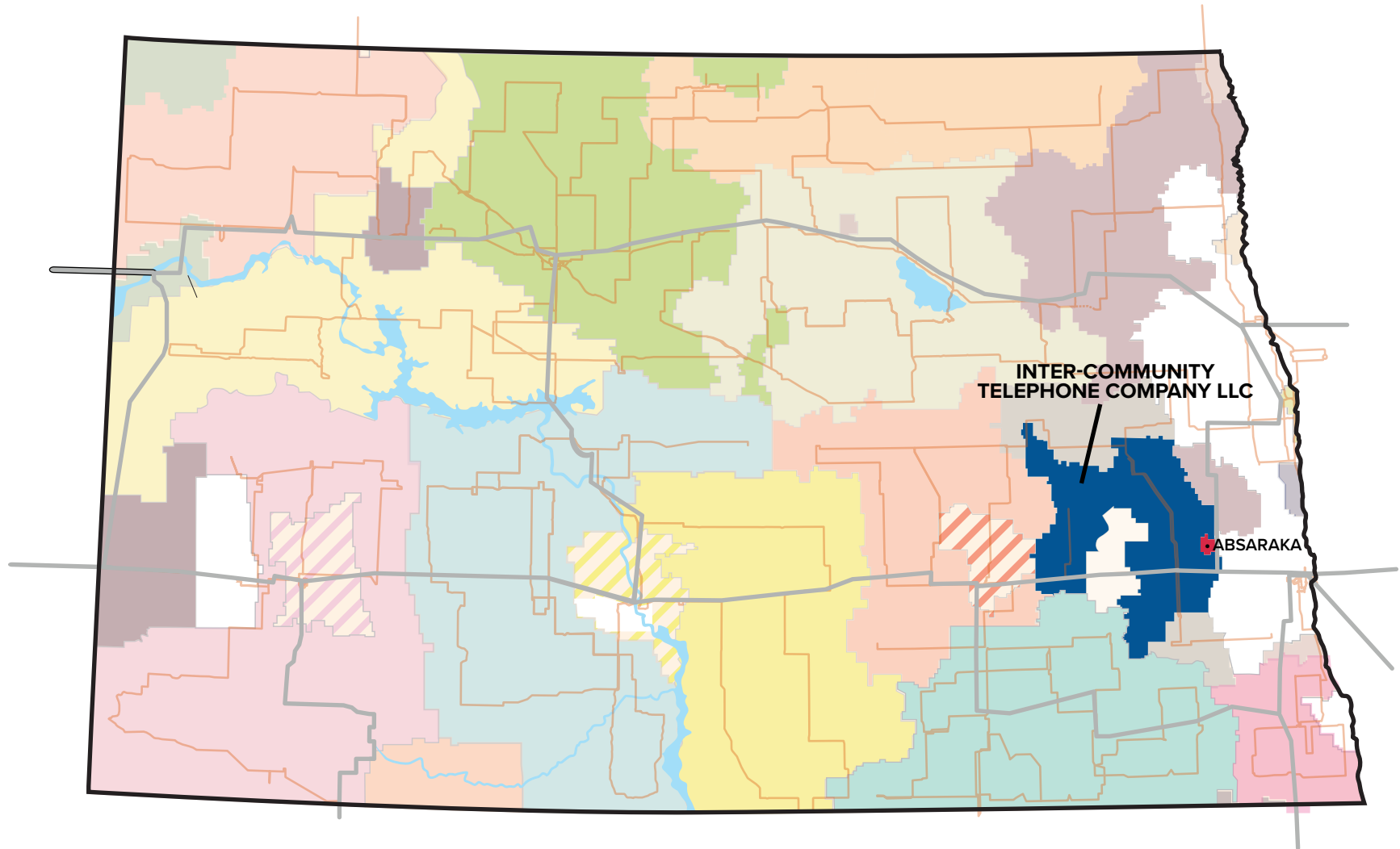
The proposed transfer will serve the public interest by accomplishing a more efficient provision of local exchange services in the relevant North Dakota exchanges. ICTC is currently in a strong financial position and has an experienced management team, but ICTC's acquisition of Absaraka's customers and service area will help ICTC continue to grow, putting it in an even stronger financial position and allowing it to better serve its existing customers, the customers it acquires from Absaraka, and future prospective customers. Moreover, both ICTC and Absaraka are authorized A-CAM carriers. Absaraka is in the midst of deploying new facilities in the Absaraka exchange, and as part of the Asset Purchase Agreement, ICTC will take on Absaraka's A-CAM financial and deployment obligations. Therefore, ICTC will be able to bring its management, financial, and technical expertise and resources to bear in the improvement of services in both its existing exchanges and the Absaraka exchange. Moreover, Absaraka and ICTC (and its affiliates) do not currently compete with or provide service in one another's service territories. Therefore, the proposed transaction will not reduce competition.

**Attachment 2**

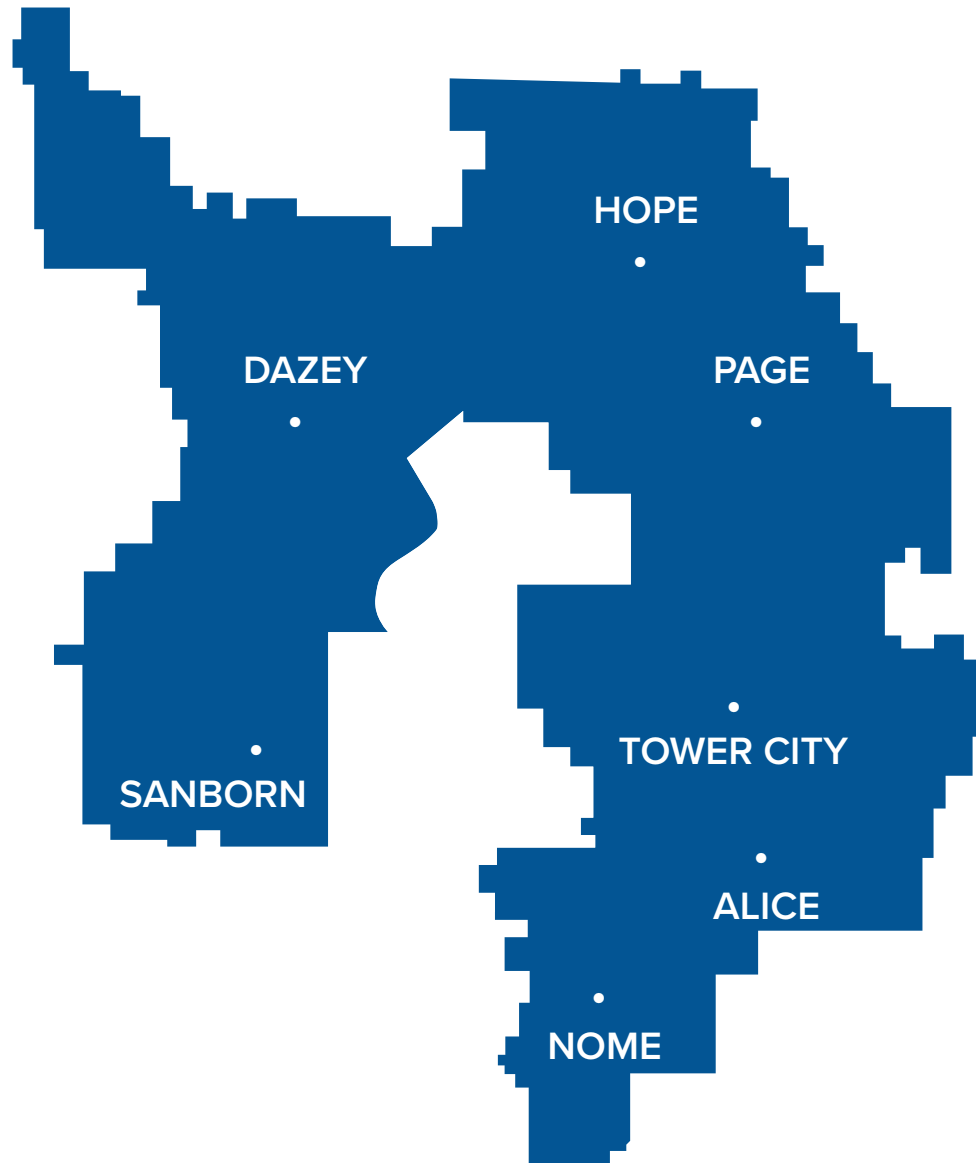
**Absaraka Service Area Map**



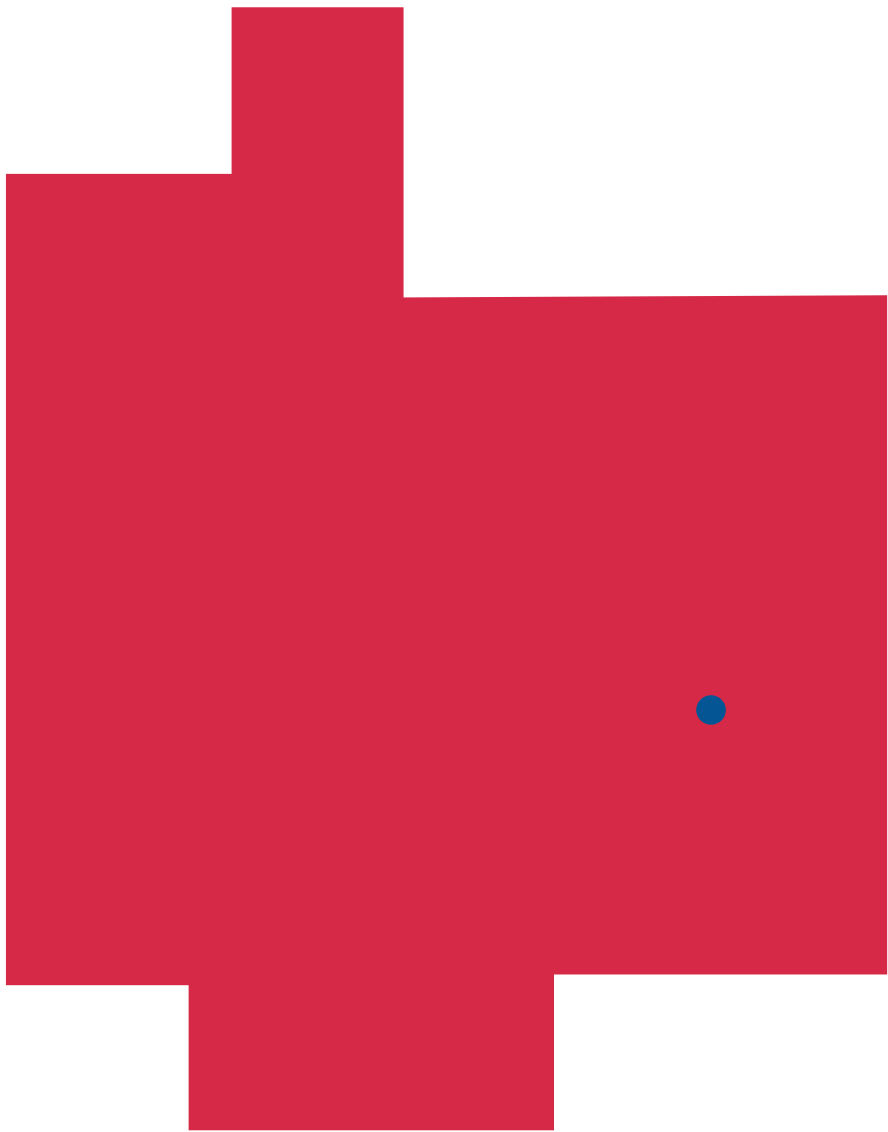
# North Dakota Telecommunications Cooperatives



# INTER-COMMUNITY TELEPHONE COMPANY LLC

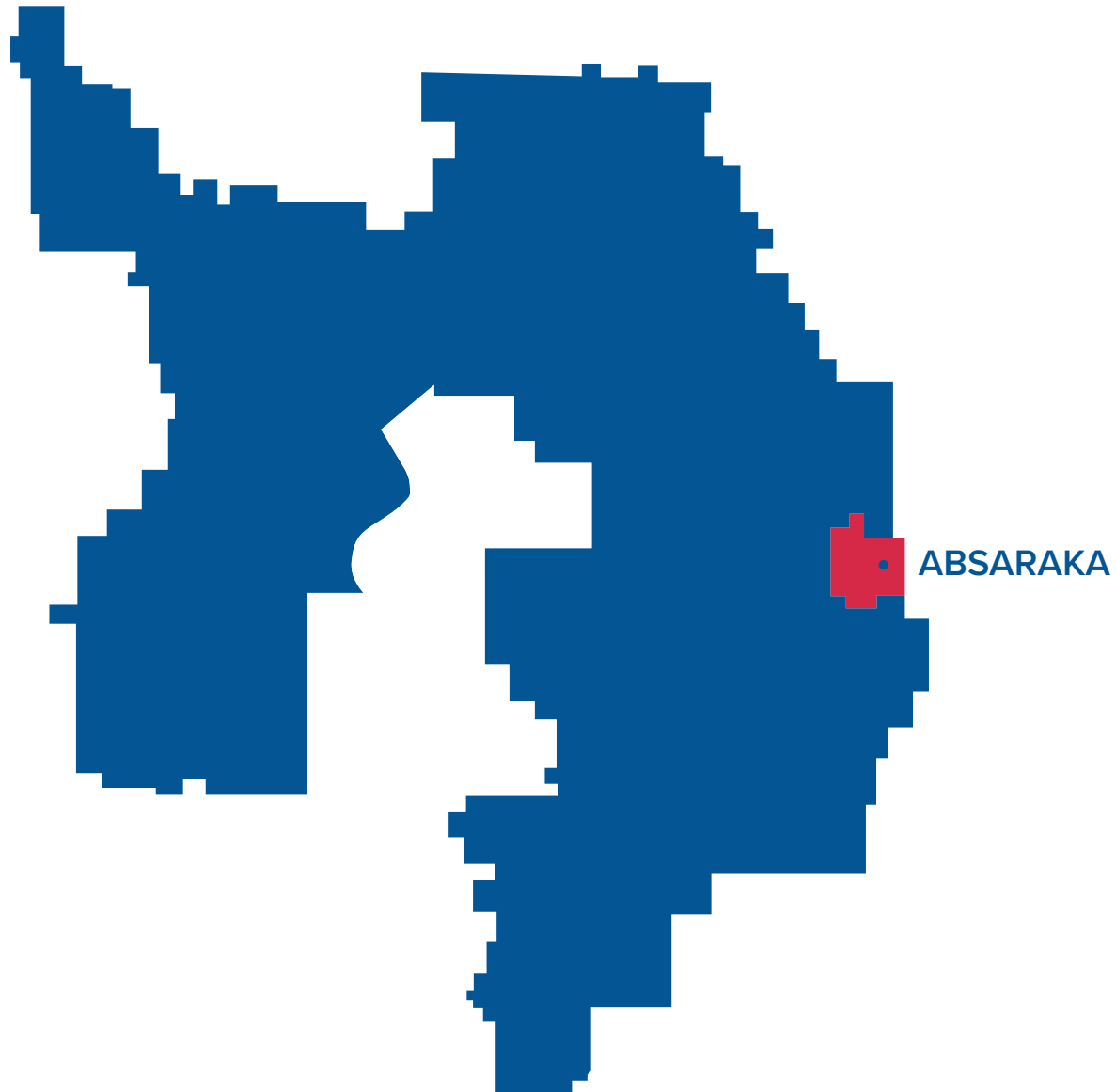


**ABSARAKA COOPERATIVE TELEPHONE COMPANY INC**



**ABSARAKA**

**INTER-COMMUNITY TELEPHONE COMPANY LLC  
AND ABSARAKA COOPERATIVE TELEPHONE COMPANY INC**



**Attachment 3**

**Customer Notice**

## Sample Notice to Affected Subscribers

June 17<sup>th</sup>, 2019

Dear Valued Customer:

This is an important notice required by the North Dakota Public Service Commission (“**ND PSC**”) and the Federal Communications Commission (“**FCC**”) concerning your local telecommunications services.

Inter-Community Telephone Company, L.L.C. (“**ICTC**”) has agreed to acquire the Absaraka Cooperative Telephone Company, Inc. (“**Absaraka**”) local exchange network serving the Absaraka, North Dakota. Pending final regulatory approval, we anticipate this acquisition will close, effective on or about August 15<sup>th</sup> 2019.

The acquisition will result in a change of your local carrier. Following the acquisition, ICTC will assume direct responsibility for the provisioning of local telecommunications services. Long distance services provided to you by Onvoy, LLC will remain unchanged. **This change will not affect your existing services or rates. Your telephone number will not change.** Going forward, ICTC will notify you in writing at least 30 days in advance of any future changes to your local or long distance services or rates.

Prior to and following the closing date, ICTC and Absaraka will work cooperatively to ensure a seamless transition for customers. Prior to the closing date and for a limited transitional period, Absaraka will be responsible for receiving any inquiries, complaints or changes to your service. Following the closing date and any transitional period, ICTC will be responsible for receiving any inquiries, complaints or changes to your service. In order to ensure that any service-related issues or other concerns are addressed, ICTC and Absaraka will coordinate to handle service orders, billing inquiries, customer service inquiries or other customer communications. If you have any questions or concerns, you may contact us:

**Contact ICTC**

Office Address:

Inter-Community Telephone Company, L.L.C.  
200 East Broadway  
P.O. Box 230  
Steele, ND 58482-0230  
Telephone: 701-475-1220  
Toll Free: (888) 475-2361  
Email: [customerservice@ictc.net](mailto:customerservice@ictc.net)

**Contact Absaraka**

Office Address:

2894 146th Avenue, S.E.  
Absaraka, ND 58002  
Telephone: 701-896-3404  
Email: [Ann.Faught@wtc-mail.net](mailto:Ann.Faught@wtc-mail.net)

If you have complaints or concerns that we are unable to address, you may contact the ND PSC Customer Service Section, including by calling toll-free at (877) 245-6685 or via email at [ndpsc@nd.gov](mailto:ndpsc@nd.gov).

You may choose another carrier for your local and long distance services. **Unless you elect to change your local or long distance carrier, no action is required by you. You will continue to receive the same, excellent services without interruption.** You will not be charged any carrier-change fees by ICTC or Absaraka as a result of any changes made prior to the closing date. Carrier change/initiation fees may apply if you select another carrier for your local and/or long distance service. If you have a freeze on your preferred long distance carrier, that freeze will continue without any change because there will be no change to your current long distance provider as a result of the transaction..

This transaction will not result in the discontinuance, interruption or impairment of any telecommunications services to which you are subscribed. As indicated above, **your existing rates and service plans will remain the same.**

Providing excellent and uninterrupted service to our valued customers is our top priority. Please contact us using the carrier contact information provided above any questions or concerns you may have concerning this transfer.

We look forward to serving you. Thank you for your business.


Inter-Community Telephone Company, L.L.C.

**VERIFICATION**

I, Ann Faught, state that I am the General Manager of Absaraka Cooperative Telephone Company; that I am authorized to make this Verification on behalf of the Transferor; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Transferor are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11<sup>th</sup> day of ~~May~~<sup>June</sup> 2019.

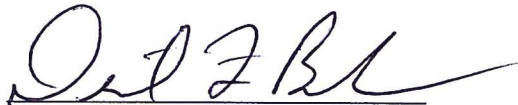
  
\_\_\_\_\_  
Ann Faught  
General Manager  
Absaraka Cooperative Telephone Company

**VERIFICATION**

I, Derrick F. Bulawa, state that I am the CEO of Inter-Community Telephone Company, L.L.C.; that I am authorized to make this Verification on behalf of the Transferee; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Transferee are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11<sup>th</sup> day of ~~May~~<sup>June</sup> 2019.

A handwritten signature in black ink, appearing to read 'D.F. Bulawa', written over a horizontal line.

Derrick F. Bulawa  
CEO  
Inter-Community Telephone Company